Exhibit 1

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
W. R. GRACE & CO., et al.,1) Case No. 01-01139 (JKF)) Jointly Administered
Debtors.) ·
	Re: 12/15/08 Agenda Item No. 3

ORDER APPROVING QUARTERLY FEE APPLICATIONS FOR THE TWENTY-NINTH PERIOD

Upon the twenty-ninth quarterly fee applications (the "Applications")3 of the

Professionals referenced on Exhibit A attached hereto for the period of April 1, 2008 through

June 30, 2008, (the "Compensation Period"), pursuant to sections 105(a) and 331 of title 11 of

The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation. Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² Re: Docket Numbers: 19173, 19193, 19235, 19241, 19267, 19272, 19289, 19291, 19293, 19295, 19296, 19298, 19299, 19300, 19301, 19303, 19317, 19318, 19386, 19340, 19394, 19462, 19463, 19501, 19503, 19536, 19549, 19583, 19584, 19679, 19692, 19693, 19694, 19706, 19733, 19734, 19774, 19796, 19814, 19829, 19830, 19845, 19876, 19878, 19903, 19943, 19958, 20036, 20040, 20118 & 20146.

³ Capitalized terms not defined in this order shall have the meaning ascribed to them in the Interim Compensation Order.

the United States Code (the "Bankruptcy Code"), Fed. R. Bankr. P. 2016 and the Amended Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (the "Interim Compensation Order"); and it appearing that the Court has jurisdiction to consider the Applications and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and these Applications is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Applications having been given; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that the Applications as modified on **Exhibit A** hereto are granted; and it is further

ORDERED that each of the Professionals is allowed in the amounts set forth in **Exhibit**A (i) compensation for services rendered during the Compensation Period and (ii) reimbursement for actual and necessary expenses incurred during the Compensation Period; and it is further

ORDERED that the Debtors are authorized and directed to make payment to each of the Professionals, 100% of any and all fees and 100% of any and all expenses listed in Exhibit A that have not yet been paid pursuant to the Interim Compensation Order, provided, however, that all fees and expenses paid pursuant to this order are subject to final allowance by the Court pursuant to the terms of the Interim Compensation Order; and it is further

	ORDERED	that	the	Court	shall	retain	jurisdiction	to	hear	and	determine	all	matters
arising	g from or rela	ting t	o thi	s Orde	r.								

Dated: ______, 2008

The Honorable Judith K. Fitzgerald United States Bankruptcy Judge

Exhibit A

W.R. Grace - 29th Interim (April – June 2008) Fee and Expense Chart with Recommendations <u>Exhibit A</u>

	ANDERSON KILL & OLICK, P.C.								
Fee Application	on Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis				
19299	TOTAL:	\$522,325.00	\$5,879.01	\$522,325.00	\$5,735.76				

	DAVID T. AUSTERN									
Fee Applicatio	n Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis					
19733	TOTAL:	\$10,850.00	\$1,099.52	\$10,850.00	\$1,099.52					

	BAKER DONELSON (28 th)								
Fee Application	on Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis				
19706	TOTAL:	\$69,500.00	\$153.69	\$69,500.00	\$153.69				

Valia	BAKER DONELSON (29 th)								
Fee Application	on Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis				
19503	TOTAL:	\$60,000.00	\$66.75	\$60,000.00	\$66.75				

	BEVERIDGE & DIAMOND, P.C.									
Fee Application	n Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis					
19830	TOTAL:	\$77,219.00	\$1,458.81	\$77,219.00	\$1,458.81					

BILZIN SUMBERG DUNN BAENA PRICE & AXELROD LLP								
Fee Application	Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis			
19536	TOTAL	\$264,790.75	\$60,536.58	\$254,061.00	\$60,161.44			

	BLACKSTONE ADVISORY SERVICES L.P.								
Fee Application	Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis				
19774	TOTAL:	\$450,000.00	\$8,417.45	\$450,000.00	\$8,417.45				

	BMC GROUP								
Fee Application	n Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis				
19903	TOTAL:	\$93,500.50	\$7,155.50	\$90,531.50	\$7,155.50				

BUCHANAN INGERSOLL & ROONEY PC								
Fee Application	n Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis			
19267	TOTAL:	\$60,943.00	\$101.20	\$59,727.32	\$101.20			

	CAMPBELL & LEVINE, LLC									
Fee Applicat	ion Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis					
19296	TOTAL:	\$107,278.00	\$9,519.46	\$107,278.00	\$9,312.71					

	CAPLIN & DRYSDALE, CHARTERED									
Fee Application			Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis					
19301	TOTAL:	\$514,116.50	\$361,108.55	\$514,116.50	\$359,724.08					

	CAPSTONE ADVISORY GROUP, LLC									
Fee Applica	ication Docket No. Total Fees Total Expenses Fees Allowed Requested Requested on Interim			Expenses Allowed on Interim Basis						
19679	TOTAL:	\$213,893.00	\$983.89	\$213,893.00	\$983.89					

	CASNER & EDWARDS LLP									
Fee Applicatio			Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis					
19272	19272 TOTAL:		\$38,097.81	\$57,638.00	\$38,097.81					

CHARTER OAK FINANCIAL CONSULTING LLC								
Fee Application	Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis			
19300	TOTAL:	\$147,959.00	\$108.00	\$147,959.00	\$108.00			

	CONWAY, DEL GENIO, GRIES & CO., LLC (26 th , 27 th , 28 th and 29 th)									
Fee Applicatio	Fee Application Docket No. Total Fees Requested		Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis					
19796	TOTAL:	\$100,000.00	\$304.83	\$100,000.00	\$304.83					

	DAY PITNEY LLP									
Fee Applica	Fee Application Docket No. Total Reque		Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis					
19193	TOTAL:	\$61,240.50	\$395.75	\$61,240.50	\$395.75					

DELOITTE TAX LLP (27 th , 28 th and 29 th)								
Fee Application	Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis			
19958	TOTAL:	\$37,915.00	\$0.00	\$37,915.00	\$0.00			

	DELOITTE & TOUCHE LLP (26 th , 27 th and 28 th)								
Fee Application	n Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis				
19501	TOTAL:	\$401,856.00	\$60,287.13	\$401,695.00	\$58,006.13				

***		DUANE MO	RRIS LLP		
Fee Application	on Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19583	TOTAL:	\$136,632.50	\$4,572.04	\$136,284.50	\$3,249.13

FERRY JOSEPH & PEARCE, P.A.									
Fee Application	Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis				
19303 TOTAL:		\$76,689.00	\$6,802.66	\$76,689.00	\$6,802.66				

	FOLEY HOAG LLP								
Fee Application	1 Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis				
19318	TOTAL:	\$47,529.00	\$1,963.92	\$47,529.00	\$1,963.92				

	FRAGOMEN, DEL RAY, BERNSEN & LOEWY, LLP									
Fee Application	Fee Application Docket No. Total Fees Requested			Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis					
19878	TOTAL:	\$11,850.00	\$8,743.31	\$11,850.00	\$8,743.31					

HAMILTON, RABINOVITZ & ALSCHULER, INC.								
Fee Applicatio	on Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis			
19462	TOTAL:	\$4,375.00	\$0.00	\$4,375.00	\$0.00			

		HILSOFT NOT	IFICATIONS		· · · · · · · · · · · · · · · · · · ·
Fee Application	on Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19463	TOTAL:	\$28,427.42	\$1,042.46	\$25,291.17	\$1,042.46

HOLME ROBERTS & OWEN, LLP (28th Interim Period)									
Fee Applica	tion Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis				
19876	TOTAL:	\$1,372.50	\$909.84	\$1,372.50	\$909.84				

KIRKLAND & ELLIS, LLP							
Fee Applicatio	n Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis		
19317	TOTAL:	\$5,838,105.50	\$2,737,629.13	\$5,837,573.00	\$2,735,591.33		

	KRAMER LEVIN NAFTALIS & FRANKEL LLP								
Fee Application	Fee Application Docket No.		Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis				
19289	TOTAL:	\$240,744.75	\$11,571.63	\$240,744.75	\$11,571.63				

	LATHAM & WATKINS LLP									
Fee Application	on Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis					
20040	TOTAL:	\$39,118.00	\$0.00	\$39,118.00	\$0.00					

	LEGAL ANALYSIS SYSTEMS, INC.							
Fee Application	1 Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis			
19298	TOTAL:	\$256,882.50	\$0.00	\$256,882.50	\$0.00			

	LEXECON LLC						
Fee Application	n Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis		
19173	TOTAL:	\$12,897.50	\$0.00	\$12,897.50	\$0.00		

	MORRISON & FOERSTER LLP (25 th)								
Fee Application	1 Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis				
19549	TOTAL:	\$163,083.75	\$81,785.02	\$163,083.75	\$81,785.02				

	NELSON MULLINS RILEY & SCARBOROUGH, LLP							
Fee Application	Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis			
19829	TOTAL:	\$10,739.50	\$89.51	\$10,739.50	\$89.51			

OFFI	OFFICIAL COMMITTEE OF ASBESTOS PERSONAL INJURY CLAIMANTS ¹							
Fee Application	Fee Application Docket No.		Total Expenses	Fees Allowed	Expenses			
		Requested	Requested	on Interim	Allowed on			
		_	_	Basis	Interim Basis			
19295	TOTAL:	\$0.00	\$1,577.46	\$0.00	\$1,577.46			

	OFFICIAL COMMITTEE OF PROPERTY DAMAGE CLAIMANTS ²								
Fee Application	Fee Application Docket No.		Total Expenses	Fees Allowed	Expenses				
		Requested	Requested	on Interim Basis	Allowed on Interim Basis				
19241	TOTAL:	\$0.00	\$2,222.48	\$0.00	\$2,222.48				

¹ The entire expense award is for committee member, Motley Rice, LLC.

² The entire expense award is for committee member, Marco Barbanti.

	OGILVY RENAULT LLP							
Requested Requested on Interim Allo					Expenses Allowed on Interim Basis			
19340	TOTAL:	CDN202,910.50	CDN5,040.37	CDN200,550.50	CDN5,040.37			

	ORRICK, HERRINGTON & SUTCLIFFE LLP							
Fee Applicatio	Fee Application Docket No. Total Fees Requested		Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis			
19694	TOTAL:	\$1,060,594.00	\$96,239.02	\$1,060,241.50	\$96,109.01			

PACHULSKI STANG ZIEHL & JONES LLP						
Fee Application	Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis	
19814	TOTAL:	\$164,819.00	\$116,896.26	\$164,715.00	\$116,896.26	

	PHILLIPS GOLDMAN & SPENCE, P.A.								
Fee Application	on Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis				
19235	TOTAL:	\$33,861.00	\$2,298.75	\$33,861.00	\$2,298.75				

PIPER JAFFREY & CO.						
Fee Application	Fee Application Docket No. Total Fees Requested			Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis	
19693	TOTAL:	\$150,000.00	\$527.47	\$150,000.00	\$527.47	

	PRICEWATERHOUSECOOPERS LLP							
Fee Application	Fee Application Docket No.		Total Expenses Requested	Fees Allowed on Interim	Expenses Allowed on			
			_	Basis	Interim Basis			
19291	TOTAL:	\$327,599.66	\$5,547.36	\$327,599.66	\$5,547.36			

	PRICEWATERHOUSECOOPERS LLP (DAREX)							
Fee Application	Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis			
19943	TOTAL:	\$148,991.34	\$791.22	\$148,991.34	\$791.22			

REED SMITH LLP						
Fee Application	1 Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis	
19293 TOTAL: \$758,230.50 \$32,094.17 \$758,230.50 \$31,637.92						

	SCOTT LAW GROUP						
Fee Application	Fee Application Docket No.		Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis		
20036	TOTAL:	\$7,232.50	\$2,489.64	\$7,232.50	\$2,489.64		

	STEPTOE & JOHNSON LLP							
Requested Requested on Interim All					Expenses Allowed on Interim Basis			
19845	TOTAL:	\$288,355.50	\$2,234.23	\$288,355.50	\$2,234.23			

STROOCK & STROOCK & LAVAN LLP ³						
				Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis	
19386	TOTAL:	\$653,130.50	\$65,048.17	\$653,130.50	\$65,048.17	

SULLIVAN HAZELTINE ALLINSON LLC						
Fee Application	Fee Application Docket No.		Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis	
20118	TOTAL:	\$18,192.00	\$6,934.81	\$18,192.00	\$6,934.81	

	TOWERS PERRIN TILLINGHAST						
Fee Application	Fee Application Docket No.		Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis		
19692	TOTAL:	\$87,838.00	\$4,199.58	\$87,838.00	\$4,199.58		

³ Stroock's expense request and award includes \$26,151.33 for its own expenses and \$38,896.84 for the fees and expenses of Navigant Consulting, Inc. ("Navigant"). Navigant's fees and expenses are excluded from the scope of the Fee Auditor's review, pursuant to the Court's <u>Order Authorizing the Retention of Experts</u> (Docket No. 564) dated June 22, 2001, and Paragraph 3 of the <u>Order Appointing Fee Auditor in Accordance with the Court's Direction</u> (Docket No. 1676) dated March 18, 2002.

	TRE ANGELI LLC						
Fee Applicatio	Fee Application Docket No.		Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis		
19734	TOTAL:	\$150,000.00	\$239.35	\$150,000.00	\$239.35		

WARREN H. SMITH & ASSOCIATES, P.C. (28 th)					
Fee Applicatio	Fee Application Docket No.		Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
19584	TOTAL:	\$52,492.00	\$23.44	\$52,492.00	\$23.44

WARREN H. SMITH & ASSOCIATES, P.C. (29 th)					
Fee Applicatio	Fee Application Docket No.		Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
20146	TOTAL:	\$68,094.00	\$857.89	\$68,094.00	\$857.89

WOODCOCK WASHBURN LLP						
Fee Application	Fee Application Docket No.		Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis	
19394	TOTAL:	\$4,677.00	\$10.79	\$4,677.00	\$10.79	